

Attachment 2 to Exhibit 2

Alternative Technical Concept #5

Use of PVC Piping on Standpipe System



IH 635 MANAGED LANES PROJECT – CONFIDENTIAL ATCs

PROPOSER: CINTRA

ALTERNATIVE TECHNICAL CONCEPT - NUMBER 5 (ATC-05)

(a) CINTRA_ATC-05_Use of PVC Piping on Standpipe System

(b) A description and conceptual drawings of the configuration of the ATC or other appropriate descriptive information, including a traffic operational analysis, if appropriate:

This ATC is intended to obtain a deviation from the Fire Protection requirements of Book 2A, Section 25.2.3.3 c) that defines the piping material to be used for the fabrication of the standpipe system. The proposed deviation is to allow the use of PVC pressure pipe for the buried portion of the standpipe system instead of the required Galvanized Steel. With approval of this ATC, the following revision would be made to the third bulleted paragraph under Book 2A, Section 25.2.3.3 c) prior to execution of the CDA:

- “FDCs for each standpipe shall be installed remote from each other; preferably at both ends of the standpipe such that the standpipe can be filled from either of the two locations. Standpipes shall be a minimum of 4-inches in diameter. and **Exposed portions of the standpipe system shall be fabricated from galvanized steel. Buried portions of the standpipe system may be fabricated from either galvanized steel or polyvinyl chloride (PVC) pressure pipe.**”

(c) The locations where, and an explanation of how, the ATC will be used on the Project:

The location where this ATC will be applied is on the depressed Managed lanes Section of IH 635.

(d) Any changes in operations requirements associated with the ATC, including ease of operations:

This ATC should not result in any changes in operations requirements.

(e) Any changes in maintenance requirements associated with the ATC, including ease of maintenance:

This ATC should not result in any changes in maintenance requirements.

(f) Any changes in Handback Requirements associated with the ATC:

This ATC should not result in any changes in Handback Requirements.

(g) Any changes in the anticipated life of the item(s) comprising the ATC:

This ATC should increase the anticipated life of the item due to the inherent corrosion resistance of the PVC piping.

(h) Any reduction in the time period necessary to design and construct the Project resulting from implementing the ATC, including, as appropriate, a description of method and commitments:

This ATC will not result in a reduced time period necessary to construct the standpipe system

(i) References to requirements of the RFP which are inconsistent with the proposed ATC, an explanation of the nature of the deviations from said requirements, and a request for approval of such deviations:

Book 2A Section 25.2.3.3 C) The proposer requests a deviation from this requirement that specifies galvanized steel pipe for the standpipe fire protection system.

The analysis justifying use of the ATC and why the deviation, if any, from the requirements of the RFP should be allowed:

This ATC is justified because the difference in cost of construction between the PVC pipe and the Galvanized pipe is significant and the standpipe system with PVC piping will provide better life cycle performance due to the inherent corrosion resistance of the PVC piping.

(k) A preliminary analysis of potential impacts on vehicular traffic (both during and after construction), environmental permitting, community impact, safety, and lifecycle project and infrastructure costs, including impacts on the cost of repair, maintenance and operation:

This ATC will not generate impacts on vehicular traffic during the project construction. There is no adverse impact on safety. Furthermore, there should not be any adverse impacts on environmental permitting, community impacts, lifecycle project and infrastructure costs, including the cost repair, maintenance, and operation. As described above, there should actually be an improvement in the life cycle and maintenance costs of the project due to the inherent corrosion resistance of the PVC piping and the lower repair cost for this type of piping if modifications or repairs are needed in the future.

(l) A preliminary analysis of potential impacts on Project revenue:

The implementation of this ATC should not result in any impacts on Project revenue.

(m) If and what additional right of way will be required to implement the ATC and Proposers are advised that they shall (i) be solely responsible for the acquisition of any such right of way, including the cost thereof and obtaining any necessary Environmental Approvals; (ii) not be entitled to any Change Order for time or money as a result of Site conditions (i.e., Hazardous Materials, differing site conditions, geotechnical issues, Utilities, etc.) on such additional right of way; and (iii) not be entitled to any Change Order for time or money as a result of any delay, inability or cost associated with the acquisition of such right of way):

No additional ROW will be required to implement this ATC.

(n) A description of other projects where the ATC has been used, the degree of success or failure of such usage and names and contact information including phone numbers and e-mail addresses for project owner representatives that can confirm such statements:

The proposer does not know of any other project in which this specific case has been applied.

(o) A description of added risks to TxDOT or third parties associated with implementing the ATC:

No added risks are foreseen for the implementation of this ATC.

(p) An estimate of any additional TxDOT, Developer and third party costs associated with implementation of the ATC:

This ATC should not result in any added costs to TxDOT, Developer or third parties.

(q) An estimate of any savings that would accrue to TxDOT should the ATC be approved and implemented:

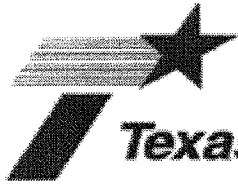
See question (s) for details for savings on potential Public Funds Request due to a reduction in capital costs.

(r) A description of how the ATC is equal or better in quality and performance than the requirements of the RFP:

This ATC is equal in quality and performance as of the requirements of the RFP because the systems will also comply with the remainder of the requirements of Section 25 of the Technical Provisions.

(s) A preliminary analysis of potential impacts on the Public Funds Request or Concession Payment, as applicable:

This ATC will reduce the Public Funds Request by approximately \$5,000,000 due to the reduction in capital cost.



Texas Department of Transportation

P.O. BOX 133067 • DALLAS, TEXAS 75313-3067 • (214) 320-8100

April 18, 2008

CONFIDENTIAL

Mr. Alfonso Orol
Cintra
7700 Chevy Chase Dr.
Chase Park One, Suite 500
Austin, TX 78752

Re: IH 635 Managed Lanes Project – Response to Proposed ATCs

Mr. Orol,

The Texas Department of Transportation ("TxDOT"), has completed its review of your proposed Alternative Technical Concepts (ATCs) submitted on April 10, 2008 and April 14, 2008 respectively in accordance with Section 3.3 of the Instruction to Proposers. Please note that regardless of these initial determinations shown below, the Proposer is still responsible for ensuring that the final submittal complies with the RFP requirements.

ATC #5 - CINTRA_ATC-05_USE OF PVC PIPING ON STANDPIPE SYSTEM. ATC #5 is not acceptable in its present form, but may be acceptable upon the satisfaction, in TxDOT's sole discretion, of certain identified conditions which must be met or clarifications or modifications that must be made. Please clarify the following:

- What are the applicable code(s) governing the planned approach
- That PVC is a material listed for this service

ATC #6 - CINTRA_ATC-06_INTERIM TOLL SEGMENTS 3A AND 3B. The proposed ATC #6 is acceptable for inclusion in the proposal.

TxDOT looks forward to working closely with you as we continue to collectively move forward with the proposal development phase of the Project procurement.

Sincerely,

John D. Hudspeth, P.E.
IH 635 Managed Lanes Project Manager
Texas Department of Transportation

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INCREASE THE VALUE OF OUR TRANSPORTATION ASSETS

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IH 635 MANAGED LANES PROJECT – CONFIDENTIAL ATCs

PROPOSER: CINTRA

ALTERNATIVE TECHNICAL CONCEPT - NUMBER 5 (ATC-05)

REVISION A - MAY 13, 2008

(a) CINTRA_ATC-05_Use of PVC Piping on Standpipe System

(b) A description and conceptual drawings of the configuration of the ATC or other appropriate descriptive information, including a traffic operational analysis, if appropriate:

Attached is a typical section depicting the standpipe system; the dry standpipe system requirements are specified by TxDOT under Book 2A section 25.2.3.3. This ATC is intended to obtain a deviation from the Fire Protection requirements of the book 2A section 25.2.3.3 c) that defines the material to be used for the fabrication of the standpipe **system**. The proposer's intention is to use PVC for the standpipe system instead of the required Galvanized Steel for buried pipe application. Exposed piping will be Galvanized Steel. Attached is a drawing depicting what the proposer understands to be the standpipe system. With approval of this ATC, the following revision would be made to the third bulleted paragraph under Book 2A, Section 25.2.3.3 c) after Conditional Award, but prior to execution of the CDA:

- "FDCs for each standpipe shall be installed remote from each other; preferably at both ends of the standpipe such that the standpipe can be filled from either of the two locations. Standpipes shall be a minimum of 4-inches in diameter. and **Exposed portions of the standpipe system shall be fabricated from galvanized steel. Buried portions of the standpipe system may be fabricated from either galvanized steel or polyvinyl chloride (PVC) pressure pipe.**"

(c) The locations where, and an explanation of how, the ATC will be used on the Project:

The location where this ATC will be applied is on buried portions of the standpipe system for the depressed Managed Lanes of IH 635 and piping from Dallas Water Utilities (DWU) mains to new fire hydrants as appropriate.

(d) Any changes in operations requirements associated with the ATC, including ease of operations:

This ATC should not result in any changes in operations requirements.

(e) Any changes in maintenance requirements associated with the ATC, including ease of maintenance:

This ATC should not result in any changes in maintenance requirements.

(f) Any changes in Handback Requirements associated with the ATC:

As stated on question (b), this ATC should not result in any changes in Handback Requirements.

(g) Any changes in the anticipated life of the item(s) comprising the ATC:

This ATC should increase the anticipated life of the item due to the inherent corrosion resistance of the PVC piping. PVC pipe is a durable material commonly used for underground sewer or water service. If it is properly designed and installed, its life expectancy can exceed 100 years (1), which exceeds the

Handback Requirements found in Table 19-2A under the Fire Suppression row. Hot-dipped galvanized steel pipe has a life expectancy of up to 75 years for above ground installations (2).

(h) Any reduction in the time period necessary to design and construct the Project resulting from implementing the ATC, including, as appropriate, a description of method and commitments:

This ATC will not result in a reduced time period necessary to construct the standpipe system

(j) References to requirements of the RFP which are inconsistent with the proposed ATC, an explanation of the nature of the deviations from said requirements, and a request for approval of such deviations:

Book 2A section 25.2.3.3 C) The proposer requests a deviation from this requirement that specifies galvanized steel pipe for the standpipe fire protection system.

(j) The analysis justifying use of the ATC and why the deviation, if any, from the requirements of the RFP should be allowed:

This ATC is justified because the difference in cost of construction between the PVC pipe, and the Galvanized pipe is very significant (Saving number on question s). The standpipe system with PVC piping will fully comply with all the other requirements of chapter 25 of the Technical book 2A. The proposer will comply with the handback requirements of book 1 section 8.10, and book 2A section 19.6. Following codes allow use of PVC pipe according to AWWA C900. AWWA Class 200 is normally used for fire protection piping.

National Fire Protection Association (NFPA) 14-2007 Standard for the Installation of Standpipe and Hose Systems, Section 6.2

NFPA 24-2007 Standard for the Installation of Private Fire Service Mains and Their Appurtenances, Section 10.

North Central Texas Council of Governments (NCTCOG) Specifications Item 2.12.20 and DWU Addendum to NCTCOG Specifications.

(u) Permeation of PVC Pipe. Experiments (3) indicated that PVC pipes were impervious to premium gasoline and gasoline saturated water for over two years of exposure and therefore, can be used in soils contaminated with gasoline. An explanation for this resistance to permeation is that the activities of swelling compounds such as benzene, toluene and xylene in premium gasoline were insufficient to soften the PVC material. However, AWWA C900 recommends consultation with manufacturer if PVC pipe must pass through areas contaminated with lower molecular weight solvents or petroleum products.

(k) A preliminary analysis of potential impacts on vehicular traffic (both during and after construction), environmental permitting, community impact, safety, and lifecycle project and infrastructure costs, including impacts on the cost of repair, maintenance and operation:

This ATC will not generate impacts on vehicular traffic during the project construction. There is no adverse impact on safety. Furthermore, there should not be any adverse impacts on environmental permitting, community impacts, lifecycle project and infrastructure costs, including the cost of repair, maintenance, and operation. As described above, there should actually be an improvement in the lifecycle and maintenance costs of the project due to the inherent corrosion resistance of the PVC piping and the lower repair cost for this type of piping if modifications or repairs are needed in the future.

(l) A preliminary analysis of potential impacts on Project revenue:

The implementation of this ATC should not result in any impacts on Project revenue.

(m) If and what additional right of way will be required to implement the ATC and Proposers are advised that they shall (i) be solely responsible for the acquisition of any such right of way, including the cost thereof and obtaining any necessary Environmental Approvals; (ii) not be entitled to any Change Order for time or money as a result of Site conditions (i.e., Hazardous Materials, differing site conditions, geotechnical issues, Utilities, etc.) on such additional right of way; and (iii) not be entitled to any Change Order for time or money as a result of any delay, inability or cost associated with the acquisition of such right of way):

No additional ROW will be required to implement this ATC.

(n) A description of other projects where the ATC has been used, the degree of success or failure of such usage and names and contact information including phone numbers and e-mail addresses for project owner representatives that can confirm such statements:

The Bay Area Rapid Transit District (BART) has specified the use of PVC pipe for underground water piping on transportation projects. Mr Tian A. Feng, FCSI, AIA, is a district architect of San Francisco, California's Bay Area Rapid Transit District and was Chief Editor of BART Facilities Standards. He can be contacted via e-mail at tfeng@bart.gov. BART extension from Fremont to San Jose in Northern California is in 65% design phase and will use PVC piping for underground water piping.

The Bay Area Rapid Transit District (BART)'s West Dublin station in San Francisco Bay Area is under construction that uses PVC piping for underground 10" water line. Contact Name: Mr. Herman Young, Shimmick Construction Co. Inc, General Engineering Contractor, 6820 Sierra Lane, Dublin CA 94568, Telephone 925-833-9959.

Cal Park Hill Tunnel Project consist of constructing a pedestrian and bicycle facility along existing right-of way including re-open 1100 feet long partially collapsed tunnel. The tunnel may be co-used for commuter rail operations in future. The tunnel includes 10" fire water line that uses PVC pipe for buried pipe. The project design is 100% complete. Contact: MR. Bill Whitney, Project Manager, Transportation Authority of Marin, BWhitney@co.marin.ca.us , Telephone 415-507-2810.

(o) A description of added risks to TxDOT or third parties associated with Implementing the ATC:

No added risks are foreseen for the implementation of this ATC.

(p) An estimate of any additional TxDOT, Developer and third party costs associated with implementation of the ATC:

This ATC should not result in any added costs to TxDOT, Developer or third parties.

(q) An estimate of any savings that would accrue to TxDOT should the ATC be approved and implemented:

See question (s) for details for savings on potential Public Funds Request due to a reduction in capital costs.

(r) A description of how the ATC is equal or better in quality and performance than the requirements of the RFP:

This ATC is better in quality and performance than the requirements of the RFP because the PVC pipe has a longer life expectancy than galvanized steel, especially for buried applications.

(s) A preliminary analysis of potential impacts on the Public Funds Request or Concession Payment, as applicable:

This ATC will reduce the Public Funds Request by approximately \$5,000,000 due to the reduction in capital cost.

References:

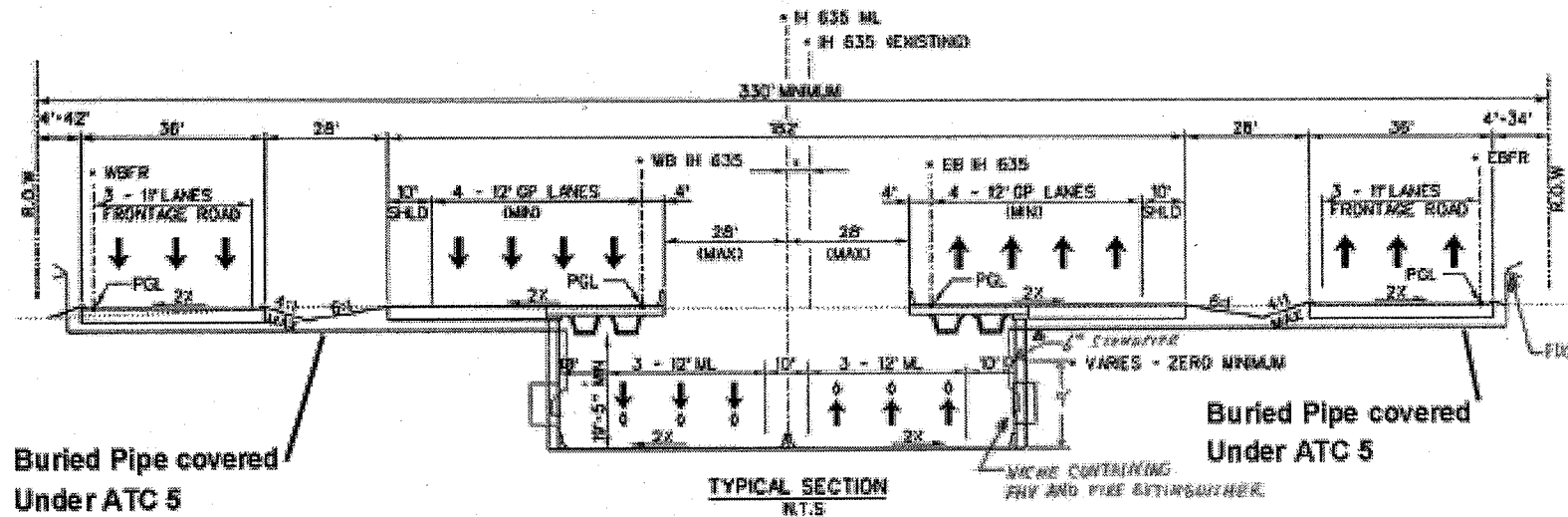
- (1) Uni-Bell PVC Pipe Association, <http://www.uni-bell.org/faq.html#q2>
- (2) The Fabricator,
http://www.thefabricator.com/MetalsMaterials/MetalsMaterials_Article.cfm?ID=588
- (3) Impact of Hydrocarbons on PE/PVC Pipes and Pipe Gaskets, by Say Kee Ong et al, AWWA Research Foundation



IH 635 MANAGED LANES PROJECT **ATC 05 Exhibit – PVC for Buried Standpipe**

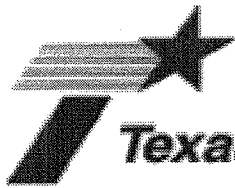


PRELIMINARY TYPICAL WITH FIRE SUPPRESSION INFRASTRUCTURE



FROM IH 635 STA 100+53.70 TO IH 635 STA 354+00.00
 (BETWEEN TWO INVERTED TEE BENTS EXCLUDING OVERPASSES)

FWV - FIRE HOSE VALVE
 FDC - FIRE DEPARTMENT
 CONNECTED



Texas Department of Transportation

P.O. BOX 133087 • DALLAS, TEXAS 75313-3087 • (214) 320-6100

May 19, 2008

CONFIDENTIAL

Mr. Alfonso Orol
Cintra
7700 Chevy Chase Dr.
Chase Park One, Suite 500
Austin, TX 78752

Re: IH 635 Managed Lanes Project – Response to Proposed ATC #5

Mr. Orol,

The Texas Department of Transportation ("TxDOT"), has completed its review of your proposed Alternative Technical Concept (ATC) #5 – Revision A, submitted on May 13, 2008 in accordance with Section 3.3 of the Instruction to Proposers. Please note that regardless of these initial determinations shown below, the Proposer is still responsible for ensuring that the final submittal complies with the RFP requirements.

ATC #5 - CINTRA_ATC-05_USE OF PVC PIPING ON STANDPIPE SYSTEM. ATC #5 is not acceptable in its present form, but may be acceptable upon the satisfaction, in TxDOT's sole discretion, of certain identified conditions which must be met or clarifications or modifications that must be made.

In accordance with Item (j) of the Proposer's ATC, TxDOT acknowledges the Proposer's request for a deviation from the Book 2A Section 25.2.3.3.c) requirement that specifies galvanized steel pipe for the standpipe fire protection system. However, TxDOT will not specify in the conformed documents that "Buried portions of the standpipe system may be fabricated from either galvanized steel or polyvinyl chloride (PVC) pressure pipe." The following language would be acceptable to TxDOT for the ATC in modification of the requirements in Section 25.2.3.3.c) third bullet:

- FDCs for each standpipe shall be installed remote from each other, preferably at both ends of the standpipe such that the standpipe can be filled from either of the two locations. Standpipes shall be a minimum of 4-inches in diameter.

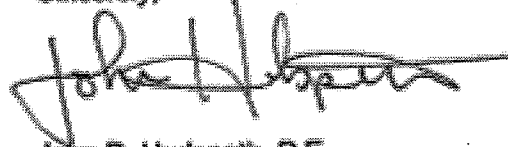
If the above language is acceptable to the Proposer, please submit a final revised ATC #5 for review and acceptance.

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INCREASE THE VALUE OF OUR TRANSPORTATION ASSETS

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TxDOT looks forward to working closely with you as we continue to collectively move forward with the proposal development phase of the Project procurement.

Sincerely,

A handwritten signature in black ink, appearing to read "John D. Hudspeth", with a long horizontal flourish extending to the right.

John D. Hudspeth, P.E.
IH 635 Managed Lanes Project Manager
Texas Department of Transportation



IH 635 MANAGED LANES PROJECT - CONFIDENTIAL ATCS

PROPOSER: CINTRA

ALTERNATE TECHNICAL CONCEPT - NUMBER 5 (ATC-05)

REVISION B - MAY 23, 2008



(a) CINTRA_ATC-05_Use of PVC Piping on Standpipe System

(b) A description and conceptual drawings of the configuration of the ATC or other appropriate descriptive information, including a traffic operational analysis, if appropriate:

Attached is a typical section depicting the standpipe system; the dry standpipe system requirements are specified by TxDOT under Book 2A section 25.2.3.3. This ATC is intended to obtain a deviation from the Fire Protection requirements of the book 2A section 25.2.3.3 c) that defines the material to be used for the fabrication of the standpipe **system**. The proposer's intention is to use PVC for the standpipe system instead of the required Galvanized Steel for buried pipe application. Exposed piping will be Galvanized Steel. Attached is a drawing depicting what the proposer understands to be the standpipe system. With approval of this ATC, the following revision would be made to the third bulleted paragraph under Book 2A, Section 25.2.3.3 c) after Conditional Award, but prior to execution of the CDA:

- "FDCs for each standpipe shall be installed remote from each other; preferably at both ends of the standpipe such that the standpipe can be filled from either of the two locations. Standpipes shall be a minimum of 4-inches in diameter ~~and be fabricated from galvanized steel.~~"

(c) The locations where, and an explanation of how, the ATC will be used on the Project:

The location where this ATC will be applied is on buried portions of the standpipe system for the depressed Managed Lanes of IH 635 and piping from Dallas Water Utilities (DWU) mains to new fire hydrants as appropriate.

(d) Any changes in operations requirements associated with the ATC, including ease of operations:

This ATC should not result in any changes in operations requirements.

(e) Any changes in maintenance requirements associated with the ATC, including ease of maintenance:

This ATC should not result in any changes in maintenance requirements.

(f) Any changes in Handback Requirements associated with the ATC:

As stated on question (b), this ATC should not result in any changes in Handback Requirements.



(g) Any changes in the anticipated life of the item(s) comprising the ATC:

This ATC should increase the anticipated life of the item due to the inherent corrosion resistance of the PVC piping. PVC pipe is a durable material commonly used for underground sewer or water service. If it is properly designed and installed, its life expectancy can exceed 100 years (1), which exceeds the Handback Requirements found in Table 19-2A under the Fire Suppression row. Hot-dipped galvanized steel pipe has a life expectancy of up to 75 years for above ground installations (2).

(h) Any reduction in the time period necessary to design and construct the Project resulting from implementing the ATC, including, as appropriate, a description of method and commitments:

This ATC will not result in a reduced time period necessary to construct the standpipe system

(j) References to requirements of the RFP which are inconsistent with the proposed ATC, an explanation of the nature of the deviations from said requirements, and a request for approval of such deviations:

Book 2A section 25.2.3.3 C) The proposer requests a deviation from this requirement that specifies galvanized steel pipe for the standpipe fire protection system.

(j) The analysis justifying use of the ATC and why the deviation, if any, from the requirements of the RFP should be allowed:

This ATC is justified because the difference in cost of construction between the PVC pipe, and the Galvanized pipe is very significant (Saving number on question s). The standpipe system with PVC piping will fully comply with all the other requirements of chapter 25 of the Technical book 2A. The proposer will comply with the handback requirements of book 1 section 8.10, and book 2A section 19.6. Following codes allow use of PVC pipe according to AWWA C900. AWWA Class 200 is normally used for fire protection piping.

National Fire Protection Association (NFPA) 14-2007 Standard for the Installation of Standpipe and Hose Systems, Section 6.2

NFPA 24-2007 Standard for the Installation of Private Fire Service Mains and Their Appurtenances, Section 10.

North Central Texas Council of Governments (NCTCOG) Specifications Item 2.12.20 and DWU Addendum to NCTCOG Specifications.

(u) Permeation of PVC Pipe. Experiments (3) indicated that PVC pipes were impervious to premium gasoline and gasoline saturated water for over two years of exposure and therefore, can be used in soils contaminated with gasoline. An explanation for this resistance to permeation is that the activities of swelling compounds such as benzene, toluene and xylene in premium gasoline were insufficient to soften the PVC material. However, AWWA C900 recommends consultation with manufacturer if PVC pipe must pass through areas contaminated with lower molecular weight solvents or petroleum products.

(k) A preliminary analysis of potential impacts on vehicular traffic (both during and after construction), environmental permitting, community impact, safety, and lifecycle project and infrastructure costs, including impacts on the cost of repair, maintenance and operation:



This ATC will not generate impacts on vehicular traffic during the project construction. There is no adverse impact on safety. Furthermore, there should not be any adverse impacts on environmental permitting, community impacts, lifecycle project and infrastructure costs, including the cost of repair, maintenance, and operation. As described above, there should actually be an improvement in the lifecycle and maintenance costs of the project due to the inherent corrosion resistance of the PVC piping and the lower repair cost for this type of piping if modifications or repairs are needed in the future.

(l) A preliminary analysis of potential impacts on Project revenue:

The implementation of this ATC should not result in any impacts on Project revenue.

(m) If and what additional right of way will be required to implement the ATC and Proposers are advised that they shall (i) be solely responsible for the acquisition of any such right of way, including the cost thereof and obtaining any necessary Environmental Approvals; (ii) not be entitled to any Change Order for time or money as a result of Site conditions (i.e., Hazardous Materials, differing site conditions, geotechnical issues, Utilities, etc.) on such additional right of way; and (iii) not be entitled to any Change Order for time or money as a result of any delay, inability or cost associated with the acquisition of such right of way):

No additional ROW will be required to implement this ATC.

(n) A description of other projects where the ATC has been used, the degree of success or failure of such usage and names and contact information including phone numbers and e-mail addresses for project owner representatives that can confirm such statements:

The Bay Area Rapid Transit District (BART) has specified the use of PVC pipe for underground water piping on transportation projects. Mr Tian A. Feng, FCSI, AIA, is a district architect of San Francisco, California's Bay Area Rapid Transit District and was Chief Editor of BART Facilities Standards. He can be contacted via e-mail at tfeng@bart.gov. BART extension from Fremont to San Jose in Northern California is in 65% design phase and will use PVC piping for underground water piping.

The Bay Area Rapid Transit District (BART)'s West Dublin station in San Francisco Bay Area is under construction that uses PVC piping for underground 10" water line. Contact Name: Mr. Herman Young, Shimmick Construction Co. Inc, General Engineering Contractor, 6820 Sierra Lane, Dublin CA 94568, Telephone 925-833-9959.

Cal Park Hill Tunnel Project consist of constructing a pedestrian and bicycle facility along existing right-of way including re-open 1100 feet long partially collapsed tunnel. The tunnel may be co-used for commuter rail operations in future. The tunnel includes 10" fire water line that uses PVC pipe for buried pipe. The project design is 100% complete. Contact: MR. Bill Whitney, Project Manager, Transportation Authority of Marin, BWhitney@co.marin.ca.us , Telephone 415-507-2810.

(o) A description of added risks to TxDOT or third parties associated with Implementing the ATC:

No added risks are foreseen for the implementation of this ATC.



(p) An estimate of any additional TxDOT, Developer and third party costs associated with implementation of the ATC:

This ATC should not result in any added costs to TxDOT, Developer or third parties.

(q) An estimate of any savings that would accrue to TxDOT should the ATC be approved and implemented:

See question (s) for details for savings on potential Public Funds Request due to a reduction in capital costs.

(r) A description of how the ATC is equal or better in quality and performance than the requirements of the RFP:

This ATC is better in quality and performance than the requirements of the RFP because the PVC pipe has a longer life expectancy than galvanized steel, especially for buried applications.

(s) A preliminary analysis of potential impacts on the Public Funds Request or Concession Payment, as applicable:

This ATC will reduce the Public Funds Request by approximately \$5,000,000 due to the reduction in capital cost.

References:

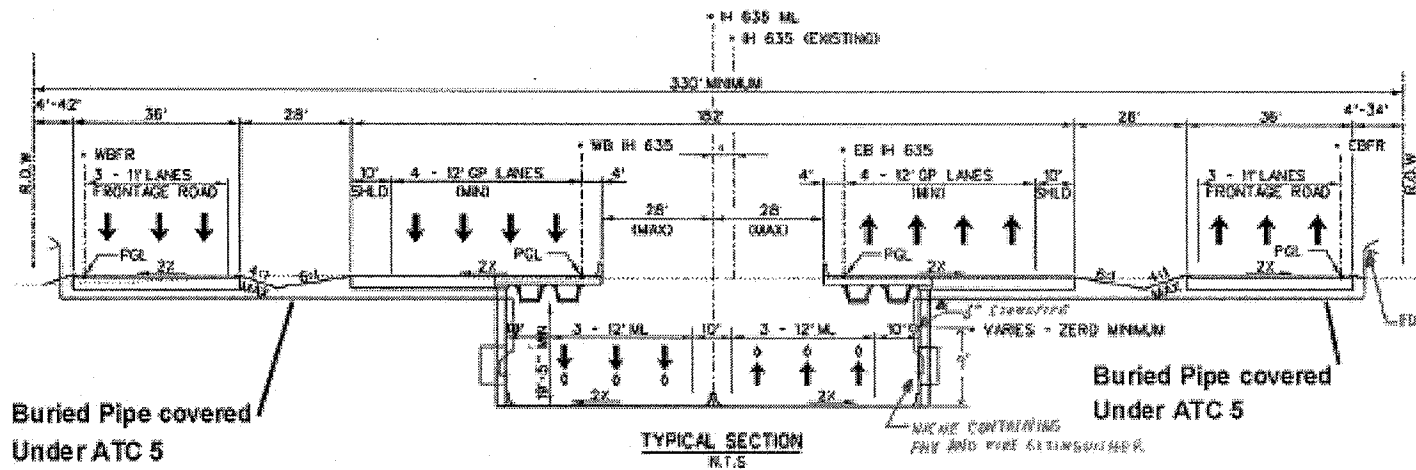
- (1) Uni-Bell PVC Pipe Association, <http://www.uni-bell.org/faq.html#q2>
- (2) The Fabricator, http://www.thefabricator.com/MetalsMaterials/MetalsMaterials_Article.cfm?ID=588
- (3) Impact of Hydrocarbons on PE/PVC Pipes and Pipe Gaskets, by Say Kee Ong et al, AWWA Research Foundation

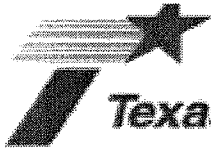


IH 635 MANAGED LANES PROJECT **ATC 05 Exhibit – PVC for Buried Standpipe**



PRELIMINARY TYPICAL WITH FIRE SUPPRESSION INFRASTRUCTURE





Texas Department of Transportation

P.O. BOX 133067 • DALLAS, TEXAS 75313-3067 • (214) 320-6100

May 23, 2008

CONFIDENTIAL

Mr. Alfonso Orol
Cintra
7700 Chevy Chase Dr.
Chase Park One, Suite 500
Austin, TX 78752

Re: IH 635 Managed Lanes Project – Response to Proposed ATC #5

Mr. Orol,

The Texas Department of Transportation ("TxDOT"), has completed it's review of your proposed Alternative Technical Concept (ATC) #5 – Revision A, submitted on May 13, 2008 in accordance with Section 3.3 of the Instruction to Proposers. Please note that regardless of these initial determinations shown below, the Proposer is still responsible for ensuring that the final submittal complies with the RFP requirements.

ATC #5 - CINTRA_ATC-05_USE OF PVC PIPING ON STANDPIPE SYSTEM. ATC # 5 is acceptable for inclusion into the proposal with the further clarification that 25.2.3.3.c will be amended in the conformed CDA Documents to read:

- FDCs for each standpipe shall be installed remote from each other; preferably at both ends of the standpipe such that the standpipe can be filled from either of the two locations. Standpipes shall be a minimum of 4-inches in diameter.

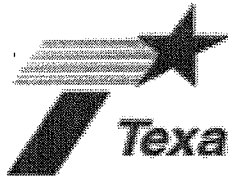
TxDOT looks forward to working closely with you as we continue to collectively move forward with the proposal development phase of the Project procurement.

Sincerely,

John D. Hudspeth, P.E.
IH 635 Managed Lanes Project Manager
Texas Department of Transportation

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June 30, 2008

CONFIDENTIAL

Mr. Alfonso Orol
Cintra
7700 Chevy Chase Dr.
Chase Park One, Suite 500
Austin, TX 78752

Re: Updated Response
IH 635 Managed Lanes Project – Response to Proposed ATC #5

Mr. Orol,

The Texas Department of Transportation ("TxDOT"), has completed it's review of your proposed Alternative Technical Concept (ATC) #5 – Revision A, submitted on May 13, 2008 in accordance with Section 3.3 of the Instruction to Proposers. Please note that regardless of these initial determinations shown below, the Proposer is still responsible for ensuring that the final submittal complies with the RFP requirements.

ATC #5 - CINTRA_ATC-05_USE OF PVC PIPING ON STANDPIPE SYSTEM. ATC # 5 is acceptable for inclusion into the proposal with the further clarification that 25.2.3.3.c will be amended in the conformed CDA Documents to read:

- FDCs for each standpipe shall be installed remote from each other; preferably at both ends of the standpipe such that the standpipe can be filled from either of the two locations. Standpipes shall be a minimum of 4-inches in diameter.

TxDOT's approval of ATC #5 is subject to compliance with Section 6.2.13 of the Comprehensive Development Agreement for the IH 635 Managed Lanes Project and Section 11.1.2 of the Technical Provisions for the IH 635 Managed Lanes Project.

TxDOT looks forward to working closely with you as we continue to collectively move forward with the proposal development phase of the Project procurement.

Sincerely,

A handwritten signature in black ink, appearing to read "John D. Hudspeth". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

John D. Hudspeth, P.E.
IH 635 Managed Lanes Project Manager
Texas Department of Transportation